

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

---

IN RE TREMONT SECURITIES LAW,  
STATE LAW AND INSURANCE  
LITIGATION

---

This Document Relates to:  
THE INSURANCE ACTION, 09 Civ. 557 (TPG),  
specifically to:

THE INTERNATIONAL DAD TRUST,

Plaintiff,

-against-

TREMONT OPPORTUNITY  
FUND III, L.P., ET AL,

Defendants.

---

Master File No.  
08 Civ. 11117 (TPG)

USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #: 3/16/12  
DATE FILED: 3/16/12

11 Civ. 1687 (TPG)  
ECF Case

09 cv 557  
Insurance Action

**STIPULATION AND [PROPOSED] ORDER DISMISSING CERTAIN CLAIMS  
IN PLAINTIFF'S FIRST AMENDED COMPLAINT**

WHEREAS, on December 19, 2011, Plaintiff The International DAD Trust filed a First Amended Complaint; and

WHEREAS, on February 14, 2012, Defendants filed separate motions to dismiss the Plaintiff's First Amended Complaint with respect to the claims asserted against them;

IT IS HEREBY STIPULATED, by and between the undersigned counsel for the parties, and subject to the approval of the Court, as follows:

1. Pursuant to Fed. R. Civ. P. 41(a)(2), Plaintiff dismisses the following claims with prejudice and with each party bearing its own fees, costs and expenses:

a. the Second Cause of Action for violation of the Texas Securities Act article 581-33F(1) against all Defendants;

b. the Third Cause of Action for violation of the Texas Securities Act article 581-33F(2) against all Defendants; and

c. the Fifth Cause of Action for common-law negligence against Defendants Tremont Opportunity Fund III, L.P., Tremont International Insurance Fund, L.P., Tremont Partners, Inc., Rye Investment Management, and Tremont Group Holdings, Inc.

2. Accordingly, pursuant to Fed. R. Civ. P. 41(a)(2), Plaintiff dismisses all claims against Defendants Massachusetts Mutual Life Insurance Company, MassMutual Holding LLC and Oppenheimer Acquisition Corp. with prejudice and with each party bearing its own fees, costs and expenses.

3. All other claims asserted in Plaintiff's First Amended Complaint shall remain pending. Defendants Tremont Opportunity Fund III, L.P., Tremont International Insurance Fund, L.P., Tremont Partners, Inc., Rye Investment Management, and Tremont Group Holdings, Inc.'s Motions to Dismiss shall also remain pending, and the deadline for those Defendants to file any reply brief in support of their Motions to Dismiss shall be filed no later than twenty (20) days after Plaintiff files any memorandum in opposition as set forth in the Parties' stipulation ordered by the Court on February 3, 2012 (Dkt. Entry 666 in 08 Civ. 11117).

Dated: March 15, 2012.

Respectfully submitted,

LOOPER REED & McGRAW, PC

By: /s/ Ralph C. Perry-Miller

RALPH C. PERRY-MILLER

Texas State Bar No. 15810300

rperry-miller@lrmlaw.com

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

ATTORNEYS FOR PLAINTIFF

TANNENBAUM HELPERN  
SYRACUSE & HIRSCHTRITT LLP

By: /s/ David J. Kanfer (w/permission)

DAVID J. KANFER

900 Third Avenue

New York, New York 10022

Telephone: (212) 508-6700

ATTORNEYS FOR TREMONT OPPORTUNITY  
FUND III, L.P., AND TREMONT INTERNATIONAL  
INSURANCE FUND

SKADDEN, ARPS, SLATE,  
MEAGHER FLOM LLP

By: /s/ Jason C. Vigna (w/permission)

JASON C. VIGNA

Four Times Square

New York, New York 10036

Telephone: (212) 735-3000

ATTORNEYS FOR TREMONT GROUP HOLDINGS,  
INC., RYE INVESTMENT MANAGEMENT AND  
TREMONT PARTNERS, INC.

DECHERT LLP

By: /s/ David A. Kotler (w/permission)

DAVID A. KOTLER  
902 Carnegie Center, Suite 500  
Princeton, New Jersey 08540  
Telephone: (609) 955-3200

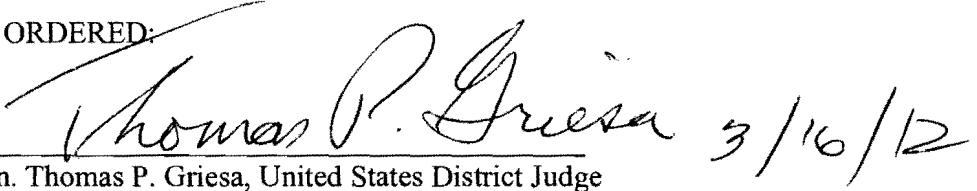
ATTORNEYS FOR OPPENHEIMER  
ACQUISITION CORP.

BINGHAM MCCUTCHEN LLP

By: /s/ Carol E. Head (w/permission)

CAROL E. HEAD  
One Federal Street  
Boston, Massachusetts 02110  
Telephone: (617) 951-8000

SO ORDERED:

  
Hon. Thomas P. Griesa, United States District Judge

**CERTIFICATE OF SERVICE**

I, the undersigned, do hereby certify that I have this 15th day of March, 2012, electronically filed a copy of the foregoing with the Clerk of the Court to be served by operation of the Court's electronic filing system upon the parties of record.

/s/ Ralph C. Perry-Miller

RALPH C. PERRY-MILLER